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UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

IRON MOUNTAIN INTELLECTUAL  
PROPERTY MANAGEMENT, INC.,

Interpleader-Plaintiff,

v.

C.A. No. 05 CV 10018-RGS

FIDELITY INFORMATION SERVICES, INC.,  
f/k/a ALLTEL INFORMATION SERVICES,  
INC., and TOYOTA MOTOR CREDIT  
CORPORATION,

Interpleader-Defendants.

**DECLARATION OF RANDY GILLIS**

1. I am Technology Strategy Manager for Fidelity Information Services, Inc. ("Fidelity"). I report directly to Joseph M. Nackashi, Chief Technology Officer for Fidelity's Mortgage Services Division.
2. I have been involved in the OSCAR Project with Toyota Motor Credit Corporation ("Toyota") during certain discrete time frames from the spring of 2001. I was involved in the project, for example, from the spring of 2004 to the present. When involved on a project, such as the OSCAR project, my focus is dedicated essentially full time to that project. During the period from March 2004 to October 2004, I reported to John Vaughan on the Toyota OSCAR project. From November 2004 to the present I have reported functionally to John Fitzpatrick, Fidelity's Senior Vice President and Client Relationship Director for its Automotive Finance Division.
3. I make this declaration based on my personal knowledge and a review of Fidelity records.

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**Spring 2004 System Assessment By Microsoft and Other Consultants**

4. In March of 2004, I was asked to re-engage on the OSCAR project. The OSCAR system had been experiencing outages, and Toyota had identified certain additional issues. I participated, along with a team of outside consultants, in the assessment of the system. I then remained on the project as corrections and enhancements were implemented.

5. The outside consultants included consultants from Microsoft, to evaluate the software and Toyota's system platform; from EMC, to evaluate Toyota's hardware platform; and from Compuware, to evaluate the system software.

6. After completing their assessments, EMC and Compuware identified certain issues, such as the Disk configuration managed by Toyota, as deficient. Many of these issues – and all of the EMC-identified issues – related to portions of the OSCAR system for which Toyota was responsible.

7. As part of this series of consulting engagements, a report was prepared under Microsoft's name (the "Microsoft Report"). A true and accurate copy of this Report is included as Exhibit 13.

8. In her declaration, Christine Gallucci states that "Microsoft concluded that Fidelity's software was the root of the problems with the OSCAR system and that the system architecture was grossly inefficient." The Microsoft Report makes no such statement. Instead, the Report provides praise for the ALS-COM software, stating that "the ALS application uses a highly object oriented approach to loading and rescoring an application.... The object and data model is a clean and consistent model that provides significant flexibility within the ALS application." See Exhibit 13, at 4. With this praise, the Report also made suggestions as to potential improvements to ALS-COM software.

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9. Fidelity subsequently worked with Microsoft for approximately 4 months to assist with defining improvement opportunities, and Fidelity implemented all changes recommended by Microsoft, with the exception of the "longer term" re-architecting of the software, which fell outside of the Agreements.

10. No documentation shared with Fidelity ever stated that the ALS-COM software, software design, or architecture was flawed.

11. The outage in July was attributed to a bug in Microsoft SQL Server, not our software, and was resolved by a patch from Microsoft. Since the spring of 2004, there have been no outages attributable to the ALS-COM software, and I am aware of no reason why Toyota should experience another outage, at least to the extent the ALS-COM software might be involved, with the present ALS-COM functionality in production.

12. I am not aware of any month, let alone three months in an 18-month period, where ALS-COM downtime exceeded two percent, and thus fell outside the system availability service levels of the First Amendment to Product Schedule No. 1. Further, to my knowledge Toyota has never invoked the escalation provisions under the First Amendment to Product Schedule No. 1 to formally complain of system availability issues.

13. Since completion of the work conducted during the spring and summer of 2004, the ALS-COM system has met or exceeded the performance standards set out in the parties' agreements. Moreover, during the fall of 2004, the system has run at historic volumes of loan applications processed.

**Fidelity's Willingness To Provide System Support**

14. Toyota has cut off Fidelity's access to the system, and has instructed its personnel to stop communicating with Fidelity.

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15. Fidelity has continued to perform. On January 6, 2005, for example, we delivered to Toyota, as previously planned and agreed, Service Pack E. A true and accurate copy of my email notifying Toyota of this delivery is included as Exhibit 26.

16. The parties had agreed to the content of Service Pack E and to this delivery date approximately two months earlier. Toyota, however, refused Service Pack E, and unilaterally foreclosed our ability to support the system by denying us system access, even though we continually communicated that we were not removing support for the OSCAR solution.

17. I recently received from Toyota, after general communications were cut off, an email indicating that Toyota's IT staff was planning to install Microsoft patches to the ALS-COM system. A true and accurate copy of this email is included as Exhibit 27. From this I can assume that Toyota's IT staff have tested the patch against the ALS-COM system, and have determined that the patch can be implemented to the system in a production environment. Accordingly, Toyota appears to be providing support for the ALS-COM system without Fidelity's assistance or its source code.

Signed under the penalties of perjury this 14<sup>th</sup> day of January, 2005.

Randy Gillis  
Randy Gillis

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